

Telecommunications  
E Commerce  
Technology  
Corporate & Finance  
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Proprietary Rights  
Complex Litigation  
General Business Law

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August 11, 2005

## VIA OVERNIGHT COURIER

Docket Office  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

05-00230

**PAID T.R.A.**

Chk # 11570  
Amount 25.00  
Rcvd By JP  
Date 8-12-05

Re: *Joint Application of Manhattan Telecommunications Corporation  
d/b/a Metropolitan Telecommunications and Business Productivity  
Solutions, Inc. For Grant of the Authority Necessary to Complete a  
Transfer of Control*

Ladies and Gentlemen:

Enclosed for filing, on behalf of Manhattan Telecommunications Corporation d/b/a Metropolitan Telecommunications ("MetTel") and Business Productivity Solutions, Inc. ("BPS"), is an original plus thirteen (13) copies of their Application for Grant of the Authority Necessary to Complete a Transfer of Control ("Application") and Request for Confidential Treatment of Exhibit A. Documents for which confidential treatment have been requested are transmitted herewith in a sealed envelope, marked "CONFIDENTIAL AND PROPRIETARY."

Also enclosed is a check in the amount of \$25.00, payable to the "Tennessee Regulatory Authority," for the fee associated with this filing.

An additional copy of this filing is enclosed. Please date-stamp and return in the postage prepaid envelope provided.

Should there be any questions regarding this matter, kindly contact the undersigned.

Respectfully submitted,



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Andoni Economou  
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Executive Vice President  
Manhattan Telecommunications  
Corporation  
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Telephone: (212) 607-2004  
Facsimile: (212) 635-5074  
E-mail: [aeconomou@mettel.net](mailto:aeconomou@mettel.net)

**Before the  
TENNESSEE REGULATORY AUTHORITY**

\_\_\_\_\_  
In the Matter of the Joint Application of )  
)  
)

**Manhattan Telecommunications Corporation,** )  
**d/b/a Metropolitan Telecommunications and** )  
**Business Productivity Solutions, Inc.** )  
)

Docket No. \_\_\_\_\_

For Grant of the Authority Necessary to )  
Complete a Transfer of Control )  
\_\_\_\_\_)

**JOINT APPLICATION**

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Counsel For Joint Applicants

August 11, 2005

**Before the  
TENNESSEE REGULATORY AUTHORITY**

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**Manhattan Telecommunications Corporation,** )  
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**Business Productivity Solutions, Inc.** )  
)  
)

Docket No. \_\_\_\_\_

For Grant of the Authority Necessary to )  
Complete a Transfer of Control )  
\_\_\_\_\_)

**JOINT APPLICATION**

Manhattan Telecommunications Corporation, d/b/a Metropolitan Telecommunications Corporation ("MetTel") and Business Productivity Solutions, Inc. ("BPS" and, together with MetTel, "Applicants"), through their undersigned counsel and in accordance with T.C.A. §§ 65-4-112 and 65-4-113, hereby respectfully request that the Tennessee Regulatory Authority ("TRA") grant authority, to the extent necessary, to permit Applicants to consummate a transaction through which BPS will become a direct wholly owned subsidiary of MetTel. The proposed Transaction will be entirely transparent to BPS' customers because it will: (1) be completed at the holding company level, (2) not change the rates, terms or conditions of BPS' services, and (3) result in MetTel continuing to provide service to BPS customers under the "Business Productivity Solutions, Inc." brand name following consummation of the Purchase Agreement ("Agreement") by and between MetTel, BPS and BPS' direct parent, Eschelon Operating Company ("OPCO"). Accordingly, to the extent required, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.

In support of this Application, Applicants state as follows:

## **I. Description of Joint Applicants**

### **A. MetTel**

Manhattan Telecommunications Corporation, d/b/a Metropolitan Telecommunications (hereafter "MetTel") is a privately-held corporation organized under the laws of the state of Delaware. MetTel is a direct, wholly owned subsidiary of Metropolitan Telecommunications Holding Company, also a Delaware corporation. MetTel's principal business address is located at 44 Wall Street, 6<sup>th</sup> Floor, New York, New York 10005.

One of MetTel's wholly-owned subsidiaries, Metropolitan Telecommunications of Tennessee, Inc., currently has an application pending before the TRA for a Certificate of Authority to provide local and long distance telecommunications services in the State of Tennessee.

Founded in 1996 as a full-service telecommunications company, today, MetTel is a rapidly expanding integrated communications provider. Either directly or through its wholly owned operating subsidiaries,<sup>1</sup> MetTel presently provides local exchange, domestic interexchange (both interLATA and intraLATA), international and advanced data and Internet

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<sup>1</sup> In New York, MetTel provides services directly through Manhattan Telecommunications Corporation. In other states, MetTel provides services through its wholly owned subsidiaries, Metropolitan Telecommunications of California, Inc., Metropolitan Telecommunications of CT, Inc., Metropolitan Telecommunications of D C., Inc., Metropolitan Telecommunications of DE, Inc., Metropolitan Telecommunications of Florida, Inc., Metropolitan Telecommunications of Georgia, Inc., Metropolitan Telecommunications of Illinois, Inc., Metropolitan Telecommunications of Maine, Inc., Metropolitan Telecommunications of Maryland, Inc., Metropolitan Telecommunications of Mass, Inc., Metropolitan Telecommunications of Michigan, Inc., Metropolitan Telecommunications of New Hampshire, Inc., Manhattan Telecommunications Corporation of New Jersey, Inc., Metropolitan Telecommunications of North Carolina, Inc., Metropolitan Telecommunications of Ohio, Inc., Metropolitan Telecommunications of PA, Inc., Metropolitan Telecommunications of Rhode Island, Inc., Metropolitan Telecommunications of South Carolina, Inc., Metropolitan Telecommunications of Texas, Inc., Metropolitan Telecommunications of Vermont, Inc., MetTel of VA, Inc. and Metropolitan Telecommunications of West Virginia, Inc.

services to customers residing in: California, Connecticut, District of Columbia, Delaware, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Texas, Vermont, Virginia, and West Virginia. MetTel is rapidly expanding from its regional base in the Northeast and Mid-Atlantic states with plans to offer service to customers in all 48 lower states and Hawaii by the end of 2005. At present, however, there are no other affiliates of MetTel that currently provide domestic telecommunications services.

MetTel is already an established telecommunications and advanced communications services provider with substantial experience in the telecommunications industry and the technical and financial resources to serve and maintain BPS' existing customer base. In addition, as demonstrated in Metropolitan Telecommunications of Tennessee, Inc.'s CPCN docket, now pending before the Commission, and as reasserted below, MetTel has the managerial, technical and financial resources to grow BPS and offer existing and new customers advanced options and additional communications choices at competitive rates.

Following are brief biographies of MetTel's key management employees and a description of MetTel's qualifications and experience in the telecommunications industry:

**MARSHALL ARONOW – Chief Executive Officer**

Mr. Aronow is a co-founder of the company and has served as the Chief Executive Officer since 1996, with both day-to-day operations and strategic planning responsibilities. Mr. Aronow also serves on MetTel's Board of Directors. Previously, he was a finance specialist and managing partner of JDK Partners, a Manhattan based hedge fund that specialized in telecommunications.

**DAVID ARONOW – President**

Mr. Aronow is a co-founder of the company and serves as its President. Mr. Aronow also heads the company's Regulatory Affairs and leads MetTel's Internet and VoIP Group. In this latter capacity he oversees MetTel's market and technology expansion. Mr. Aronow serves on MetTel's Board of Directors. Previously, he was a partner at Aronow & Aronow, LLP, a commercial litigation practice in N.Y. Mr. Aronow graduated from New York University Law School in 1993.

**ANDONI ECONOMOU – Chief Operating Officer and Executive Vice President**

Mr. Economou is the Chief Operating Officer and Executive Vice President of MetTel and shares both the operating and strategic planning responsibilities with Marshall Aronow. He also serves on MetTel's Board of Directors. Prior to joining the company, Mr. Economou was associated with the New Jersey law firm, Nashel & Nashel following a position as Law Clerk for the Hon. Geoffery Gaukin, P.J.A.D., Superior Court of New Jersey. Mr. Economou graduated from Rutgers University School of Law in 1992.

**SAM VOGEL - Chief Marketing Officer**

As Chief Marketing Officer, Mr. Vogel is responsible for all MetTel marketing functions as well as for interconnection with other carriers. He has more than 40 years of industry experience and has managed marketing, sales, regulatory, operations and engineering functions. He has held senior positions with CLECs for the past 9 years.

**EDWARD J. FOX III - Vice President Network Services**

Mr. Fox serves as Vice President of Network Services and is responsible for the planning, deployment and operation of MetTel's broadband, data and VoIP network infrastructure. He has more than 15 years of telecommunications and network experience. Previously, he held senior network management positions at Network Plus, Bell Atlantic Mobile and Teleport Communications. Mr. Fox has a BS in Electrical Engineering Technology, from Rochester Institute of Technology and has served on their Industrial Advisory Board.

**2. Technical Qualifications**

MetTel began providing local and long distance telecommunications services in several Northeastern states shortly after the passage of the landmark Telecommunications Act of 1996, which opened previously closed telecommunications markets to competition. MetTel has since steadily grown and now provides a full suite of telecommunications, enhanced and integrated

communications services to business and residential customers along the Northeastern seaboard and throughout several Mid-Atlantic states.

MetTel's growth and industry success is attributed to management's adherence to the company's core values, (1) superior service and customer support, (2) competitive pricing, (3) technologically and geographically diverse products, and (4) leading edge technology, including MetTel's use of an innovative and proprietary operations support systems which provides electronic bonding, provisioning, customer care and billing system capabilities. MetTel is committed to exceeding customer expectations and knows that service and support are just as important as having the latest technology at competitive prices. If its Transaction is approved, MetTel's management will bring these same core values and commitments to BPS.

### **3. Financial Qualifications**

MetTel has substantial financial wherewithal and access to ample capital. MetTel is a privately held company and considers its financials to be commercially sensitive. It therefore requests confidential treatment of its financial information and submits Exhibit A accordingly. The financial information provided under seal demonstrates that MetTel will have more than adequate financial resources to acquire BPS and enable BPS to continue to provide competitive telecommunications services.

#### **B. BPS**

Business Productivity Solutions, Inc. (hereafter "BPS") is a privately-held corporation organized under the laws of the state of Minnesota. BPS' principal place of business is located at 730 2<sup>nd</sup> Avenue South, Suite 900, Minneapolis, Minnesota 55402. BPS is a direct, wholly owned subsidiary of Eschelon Operating Company ("OPCO"), a Minnesota corporation that



functions as a holding company, which in turn is a direct, wholly owned subsidiary of Eschelon Telecom, Inc. (hereafter "ETI"), a Delaware corporation, the ultimate parent corporation. ETI is authorized to provide telecommunications services in California, Idaho, New Mexico and New York.

OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.<sup>2</sup> In these states, the subsidiaries provide resold and facilities-based local, resold long distance, Internet and data services to small and medium sized-businesses. ETI's BPS subsidiary also provides long distance services to residential customers. ETI and its subsidiaries, collectively "Eschelon," are headquartered at the above address, provide voice, data, Internet services and business telephone systems to over 50,000 customers, and have over 387,000 access lines in service. Eschelon owns switches in all states where it offers local services. The average Eschelon customer has 5-8 lines. Eschelon provides local and long distance facilities-based service in 19 markets in 8 states.<sup>3</sup> There are no other affiliates of BPS that offer domestic telecommunications services.

BPS is licensed, registered or otherwise authorized to provide resold intrastate and interstate telecommunications throughout the contiguous United States and the District of Columbia. Additionally, BPS is authorized to provide local exchange services in Connecticut, Delaware, Hawaii, Kansas, Missouri, Massachusetts, North Dakota, Oregon, Tennessee and Wisconsin.

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<sup>2</sup> Advanced TelCom, Inc., Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc. and Eschelon Telecom of Oregon, Inc.

<sup>3</sup> ETI and its operating subsidiaries, not including BPS, are not involved in the instant transaction. They will continue to hold their telecommunications authorizations and serve their existing customers as they have in the past.

BPS has authority to provide long distance telecommunications services in the State of Tennessee pursuant to TRA authorization granted April 11, 2005 in Docket No. 04-00370.

**II. Contact Information**

Questions or inquiries concerning this Application may be directed to the following counsel for the Applicants:

For Joint Applicants:

Jonathan S. Marashlian, Esq.  
THE HELEIN LAW GROUP, P.C.  
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JSM@thlglaw.com (Email)

Counsel for Joint Applicants

With a copy to:

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Chief Operating Officer and Executive Vice President  
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And

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### **III. DESCRIPTION OF THE TRANSACTION**

Applicants propose to complete a transaction ("Transaction") whereby MetTel will acquire BPS. On August 10, 2005, MetTel, BPS and OPCO, the immediate parent of BPS and a wholly owned subsidiary ETI, signed a Purchase Agreement ("Agreement") pursuant to which MetTel will acquire 100% of the stock of BPS. Closing of the Transaction is contingent upon the Applicants obtaining all required Governmental approvals and satisfaction of other standard conditions. Upon consummation of the Agreement, BPS will become a direct, wholly owned subsidiary of MetTel, which in turn is 100% owned by Metropolitan Telecommunications Holding Company ("MTHC"). MetTel is also the 100% owner and parent corporation of Metropolitan Telecommunications of Tennessee, Inc., whose Application for Certificate of Authority to provide local and long distance telecommunications services in the State of Tennessee is currently pending before the TRA. The proposed Transaction will have no impact on this entity or MetTel's business plans with respect thereto.<sup>4</sup>

An organizational chart illustrating the pre- and post-Transaction corporate structures of the Applicants is attached at Exhibit B.

The proposed Transaction will be completed at the holding company level and will not result in any transfer or assignment of BPS' operating authority or customers. Instead, the only change will be MetTel and MTHC taking direct and ultimate control of BPS from OPCO and ETI, respectively. Upon consummation of the Transaction, BPS will continue to provide services to

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<sup>4</sup> Consummation of the proposed Transaction does not affect Metropolitan Telecommunications of Tennessee, Inc. or MetTel's plans to provide services in Tennessee directly through this business entity. BPS will become affiliated with this entity and MetTel will provide services to existing BPS customers through BPS, but will market to and sign up new customers in Tennessee through Metropolitan Telecommunications of Tennessee, Inc.

customers under its existing name. Furthermore, BPS will continue to conduct its operations in substantially the same manner in which those operations are currently conducted. Immediately after the Transaction is completed, BPS' customers will continue to receive end user service under the same rates, terms and conditions that currently apply. As a result, the proposed Transaction will be entirely transparent to BPS customers, not only in terms of the end user services that they receive, but also the name of the company providing these services. The Applicants reiterate that the only change effected by the Transaction is the transfer of direct and ultimate control of BPS from OPCO and ETI to MetTel and MTHC, respectively.

After consummation of the Transaction, BPS will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing end user service to customers or the retail services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to BPS customers and will not have any adverse impact on them. The only change will be in the direct and ultimate ownership of BPS.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectfully submit that the proposed Transaction serves the public interest. In particular, Applicants submit that (1) MetTel holds the financial, managerial and technical qualifications to acquire and operate BPS; (2) the Transaction will benefit competition in the telecommunications market by enabling MetTel to continue its development as an effective competitor in the state; and (3) the Transaction will assure that there is no disruption of service and will be entirely transparent to existing BPS customers.

After consummation of the Transaction, BPS will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing

service to customers or the services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to customer and will not have any adverse impact on them. The only change will be in the ultimate ownership of BPS.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening MetTel's position as an effective and multifaceted telecommunications carrier. The Transaction will allow MetTel to combine its financial, technical and market resources and expertise with that of BPS, thereby enhancing its ability to provide reliable, competitively priced services to customers.

MetTel focuses on delivering reliable, high-quality voice, data and Internet services to the medium and large business markets. Customers currently served by BPS fall squarely within MetTel market niche and therefore make an ideal fit with MetTel's long term expansion goals.

Consummation of the proposed Transaction will make available to BPS customers MetTel's innovative and proprietary operations support systems, which provide leading edge electronic bonding, provisioning, customer care and billing system capabilities. MetTel is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why MetTel supports its products and services with dedicated and skilled account teams. BPS customers can expect the same dedicated attention if the proposed Transaction is consummated.

The transfer of control of BPS to MetTel does not result in any anticompetitive effects. BPS and MetTel together will achieve economies of scale and scope which will enhance MetTel's ability to deploy new products and services and expand into new markets. Although BPS and MetTel both provide similar services in a few overlapping markets, neither has

significant market share in any of these markets and the combined market share post-closing will not exceed 10 percent in any market. In all instances where BPS and MetTel provide local exchange services, the incumbent local exchange carrier has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, in all instances where BPS and MetTel provide interexchange telecommunications services in overlapping markets, carriers such as AT&T, MCI and a plethora of others are active participants in these markets. Accordingly, the transfer of control of BPS to MetTel will increase, not degrade, the competitiveness of these markets.

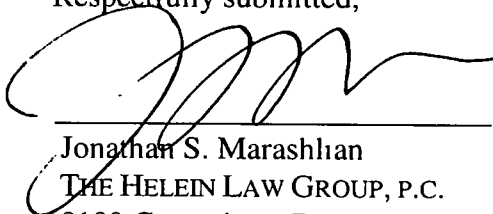
For each of the foregoing reasons, grant of the proposed transaction is in the public interest. Accordingly, Applicants respectfully request that the TRA expedite the processing of this Application and grant the requested authority as soon as possible.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

## V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this instant Application. Applicants respectfully request expedited treatment to permit Applicants to consummate the proposed Transactions as soon as possible.

Respectfully submitted,



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Dated: August 11, 2005

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### **List of Exhibits**

Exhibit A                      Financial Information

Exhibit B                      Organization Chart



**Exhibit A**

**Financial Information**

**[REDACTED – PLEASE SEE MOTION FOR LEAVE TO FILE CONFIDENTIAL  
MATERIALS UNDER SEAL]**

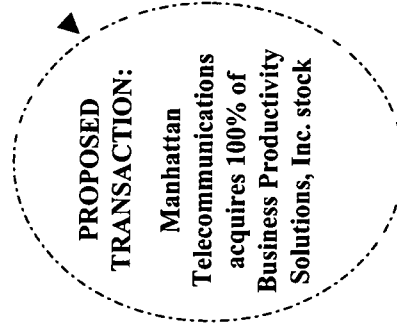
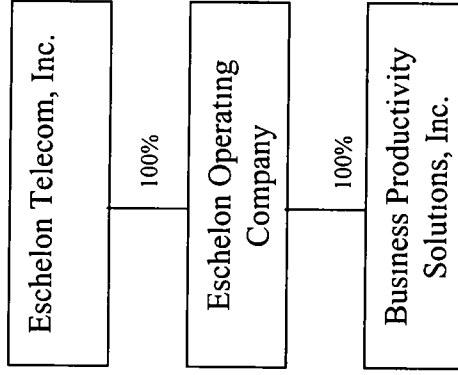
**Exhibit B**

- 5 -

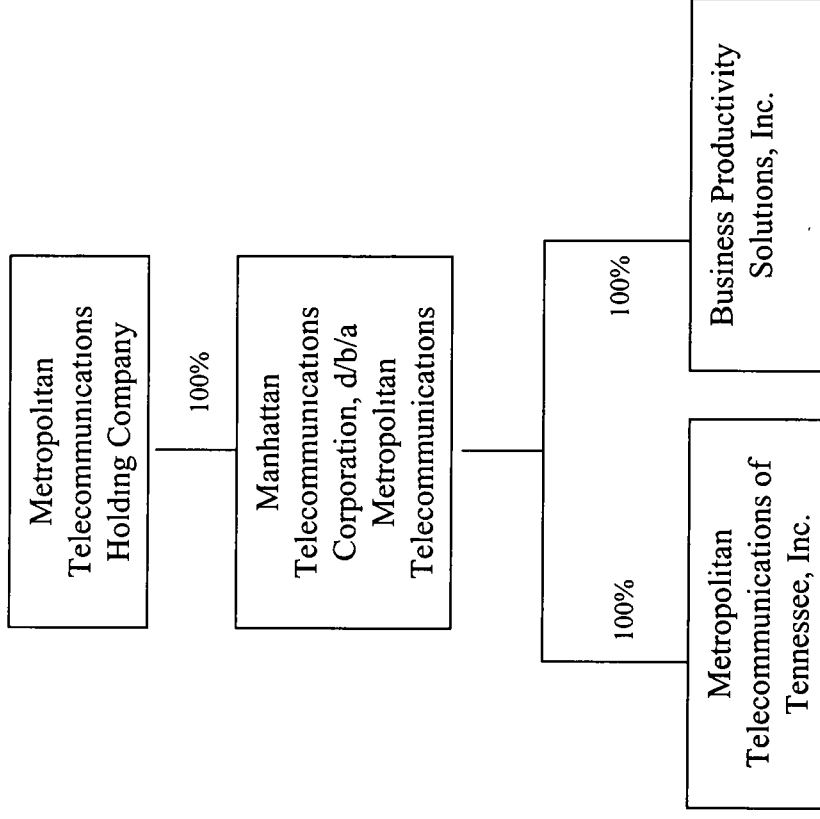
**Organization Chart**

# MetTel - Business Productivity Solutions, Inc. Transfer of Control Illustrative Pre & Post Transaction Organizational Chart

## Pre-Transaction



## Post-Transaction




Upon acquiring control of BPS, Manhattan Telecommunications Corporation will continue to provide services to Business Productivity Solutions, Inc.'s customers under the "Business Productivity Solutions, Inc." name and according to the same rates, terms and conditions of service. The proposed transaction is entirely transparent to affected customers.

## **Verifications**


## VERIFICATION

I, J. Jeffery Oxley, acting on behalf of Business Productivity Solutions, Inc., first being duly sworn upon oath depose and say I am Corporate Secretary of Business Productivity Solutions, Inc.; that I am authorized to make this statement on its behalf; that I have read the above and foregoing filing and know the contents thereof; and that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.

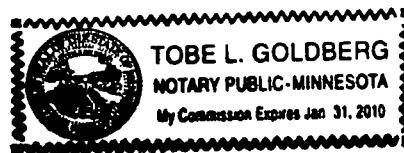
  
\_\_\_\_\_  
J. Jeffery Oxley  
Corporate Secretary  
Business Productivity Solutions, Inc.

State of Minnesota           )  
  )  
County of Hennepin        )

Subscribed and sworn to before me this 10<sup>th</sup> day of August, 2005.


  
\_\_\_\_\_  
Notary Public

My Commission Expires 01-31-2010



## VERIFICATION

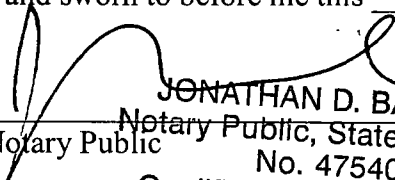
I, Andoni Economou, acting on behalf of Manhattan Telecommunications Corporation, first being duly sworn upon oath depose and say I am Chief Operating Officer and Executive Vice President of Manhattan Telecommunications Corporation; that I am authorized to make this statement on its behalf; that I have read the above and foregoing filing and know the contents thereof; and that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.

  
\_\_\_\_\_  
Andoni Economou

Chief Operating Officer and  
Executive Vice President  
Manhattan Telecommunications Corporation

County of New York     )  
                                      )  
State of New York     )

Subscribed and sworn to before me this 10 day of August, 2005.

  
\_\_\_\_\_  
JONATHAN D. BACHRACH  
Notary Public, State of New York  
No. 4754084  
Qualified in New York County  
Commission Expires August 31, 2005

My Commission Expires: \_\_\_\_\_